

# **EXHIBIT G**

City Environmental Solutions

## New Operating Agreement – Major Aspects We Need to Develop

### 6. Exit strategies and selling some shares

- Open buy/sell clause – can sell anytime back to company or to other members with approval of managers
- Triggered buy/sell events – death, bankruptcy, termination (with/without cause), illegal encumbrance, material breach, etc
- Put option – requires company or members to buy a members interest after some trigger
- Call option – requires member to sell interest to company or other member after some trigger
- Need to give company leverage to enforce non-competes and other items

Given the political and social sentiment I think we can have them but would have to be consistent, legal, very narrow focused, and not punitive and would have to call out very specific items in the agreement. I just don't think these agreements are worth a damn anymore, I think if you treat people with dignity and respect and pay them well and provide them with opportunities to grow, they will not leave. If they do.....we cannot own people they have free will, such that they don't start to poach and steal after leaving.

Partners Meeting

Comments 20

Add a comment

Reply

T

Matthew Outlaw

Aug 23

Given the political and social sentiment I think we can have them but would have to be consistent, legal, very narrow focused, and not punitive and would have to call out very specific items in the agreement. I just don't think these agreements are worth a damn anymore, I think if you treat people with dignity and respect and pay them well and provide them with opportunities to grow, they will not leave. If they do.....we cannot own people they have free will, such that they don't start to poach and steal after leaving.

Reply

Page 7

1

T

Matthew Outlaw

Aug 23

Board members should vote on it with at least 75% majority, then moving to all Owners, must get 75% approval to sell or 75% approval to not to accept offer. Drag along rights should apply, as minorities are just that.....minorities.

Reply